

CONSTITUTION

EVERGLADES COUNTRY CLUB LIMITED

ACN 000 196 501

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Name of Club

1. The name of the Club is "Everglades Country Club Limited" ("the Club").

Purpose

2. The objects for which the Club is established are all or any of those, set out in paragraphs (a) to (w) inclusive of this clause. It is intended that each of such objects shall unless the context otherwise requires be in no ways limited or restricted by any other paragraph or paragraphs or by the name of the Club and shall be capable of being pursued as an independent object either alone or in conjunction with all or any one or more of the objects specified in the same or in any other paragraph or paragraphs.
 - (a) To promote the games of Golf and Bowls and any other indoor or outdoor sports, recreations, games, pastimes and amusements.
 - (b) To construct conduct and maintain a Golf Course, Bowling Greens and all or such other grounds buildings or structures for the purposes of the games of Golf and Bowls or any or all of such other sports, recreations games pastimes or amusements as the Club may determine.
 - (c) To construct establish furnish conduct and maintain a clubhouse and such other conveniences for the accommodation of members and their friends as the Club may determine.
 - (d) To lease the grounds, clubhouse and premises or any part or parts thereof or any rights or privileges in connection therewith to any person or persons body or bodies of persons corporate or unincorporate upon such terms and conditions as the Club may determine subject to any relevant legislation.
 - (e) In furtherance of the objects of the Club to promote establish conduct and carry out any sports tournaments entertainments or amusements or to co-operate with any person or persons body of persons corporate or unincorporate in promoting establishing conducting or carrying out the same and to provide trophies and prizes in connection therewith.
 - (f) To carry on the business of caterers for the purpose of supplying refreshment, liquid or solid, to persons using or to visitors to the clubhouse grounds and premises of the Club and to apply for take out and hold licenses for the conduct of such business.
 - (g) In furtherance of the objects of the Club to carry on the business of tobacconist and trade in athletic and sports material of all kinds and material for the playing of indoor and outdoor games and amusements and other articles required by persons using the clubhouse grounds and premises of the Club.
 - (h) To insure the property of the Club to insure against the risks and liabilities for which the Club is or may be responsible and to insure any servant of the Club against risk of accident in the course of their employment and to pay the premiums on any such insurances.

- (i) To purchase take on lease or on hire or in exchange or otherwise to acquire in any manner howsoever for such nature and upon such conditions as may seem fit:-
 - i Any estates or interest in any lands freehold leasehold or any other tenure and any easements licenses rights or privileges connected with or in relation to any real estate.
 - ii Any plant machinery apparatus implements tools appliances raw material and merchandise of any kind and trade marks and personal property of any description whatsoever.
 - iii Any concessions, rights, options, licences, privileges or advantages from any parties or authorities, governmental, municipal, local or otherwise.
- (j) To sell or otherwise dispose of the whole or any part of the property and undertaking of the Club either to in portions for such considerations as may be agreed upon and in particular for shares, stocks, debentures or securities of or interest in any other Club having objects altogether or in part or in similar to those of this Club subject to any relevant legislation.
- (k) In furtherance of the objects of the Club to lend and advance money or give credit to such persons, firms and companies on such terms as may be thought fit and in particular to customers and persons dealing with the Club.
- (l) To borrow and to raise money in such manner as the Club shall think fit and in particular by the issue of debentures or debenture stock perpetual or redeemable and to secure the payment of any money borrowed by the Club by bonds bills of exchange promissory notes bills of sale mortgages charges or liens upon the whole or any part of the property or assets of the Club present and future and also by mortgage charge or lien to secure and guarantee the performance by the Club of any obligation or liability it may undertake.
- (m) To receive on deposit or at call moneys to be employed in the business or the Club with or without interest.
- (n) To pay all or any expenses incurred in connection with any amendment or alteration to the Club's Constitution and to pay commission to brokers and others for underwriting placing selling or guaranteeing the subscription for any debentures or securities of this Club or any Club promoted by this Club.
- (o) To engage such managers accountants clerks workmen and other officers and servants as shall be required and found necessary for the proper working of the Club and for carrying on its business and operations and any one or more at pleasure to discharge.
- (p) To enter into any arrangements with any Government or with any authorities municipal local or otherwise that may seem conducive to the objects of the Club or any of them and to obtain from such Government or authority any rights privileges or concessions which the Club may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.

- (q) To establish and support and to join with any other person or Club in establishing of companies, associations institutions funds and conveniences calculated to benefit any employees of the Club or the dependents of such persons and to make payments for all or any of such purposes or objects.
- (r) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (s) To accumulate a reserve fund out of income or otherwise for the purpose of the Club and to appropriate the same or any part thereof or any of the Club's assets to specific purposes.
- (t) To invest or deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and from time to time to vary and realise such investments.
- (u) To make draw accept endorse discount execute and issue cheques promissory notes, bills of exchange, warrants debentures and other negotiable or transferable securities.
- (v) In furtherance of the objects of the Club to amalgamate with any other Club having objects altogether or in part similar to this Club and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Club under or by virtue of Clause Six (6) hereof.
- (w) To do all such acts matters and things and to enter into and make such arrangements or agreements as may be calculated to directly or indirectly enhance or render profitable or useful any of the property or rights of the Club or such as may be incidental or conducive to the attainment of all or any of the above objects.

Nature of Company and Liability

3. The liability of members is limited.
4. Every member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up while they are a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before they ceased to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding the amount of one year's subscription.
5. The registered office of the Club will be situated at Dunban Road, Woy Woy in the State of New South Wales or at such other place in the said State of the Club may determine.

No Profits for Members

6. The profits and income of the Club shall be applied in promoting its objects. Payment of any dividend is prohibited provided that nothing herein contained shall prevent the payment bona fide and in good faith of any remuneration to any officers servants or members of the Club or other persons in return for any services actually rendered to the Club or for any materials or goods supplied.

7. The foregoing Constitution substitutes for and supersedes in all respects the Memorandum of Association dated the twenty fifth day of February one thousand nine hundred and fifty seven and any amendments to same but not so as to invalidate any acquisitions of property and any acts deeds matters and things done and entered into under the objects, powers and provisions of the said Memorandum.

Definitions/Interpretation

8. In this Constitution:-
"The Act" means the Registered Clubs Act 1976 (as amended) and the Registered Clubs Regulations 1996 (as amended)
"The Corporations Law" means the Corporations Act 2001.
"Special Resolution" means a Special Resolution referred to in by Sections 253 of the Corporations law.
"The Club" means the above Club.
"Notice" shall include any communication in writing.
"The Constitution" shall mean this Constitution.
"The Office" shall mean the registered office for the time being of the Club.
"The Register" shall mean the register of members to be kept pursuant to the Act.
"The Seal" shall mean the common seal of the Club.
"Writing" and "Written" shall include printing, typing and other modes of representing words in visible form.
"Year" shall mean calendar year.
"General Manager" includes Secretary Manager, General Manager, Chief Executive Officer or Honorary Secretary as approved by the Independent Liquor and Gaming Authority, pursuant to the Act.
Words importing singular number only shall include the plural number and vice versa.
Words importing the masculine gender only shall include the feminine gender.

Membership

9. Membership of the Club shall be one of the following designations:
Sporting Member
Life Member
Honorary Member
Social member
Junior Member
Provisional Member
Temporary Member
- (a) **Sporting Member** shall mean any Member of the Club of not less than eighteen years of age who shall have paid the full Annual Subscription or in the case of a new Member joining after the first day of September in any year and prior to the thirtieth day of June, next following, such amounts as are prescribed in accordance with the Constitution.
- (b) **Life member** shall mean any Sporting Member who may, in consideration of long and meritorious service or for any other reason be granted Life Membership of the Club. A proposal for Life Membership shall be made to the Board in writing by any two Sporting Members of the Club and the Board shall consider it and decide whether or not to recommend it. No such grant shall be made except upon the recommendation of the Board made to an Annual or a

Special General Meeting and communicated to the Sporting Members in the notice convening such meeting and the subsequent adoption of the recommendation by two-thirds of the Sporting Members present and entitled to vote.

At no time shall the number of Life Sporting Members exceed ten, with only one new life member to be approved every 2 years until a maximum of ten is reached. Life Sporting Members shall have the status and be entitled to all the privileges of Sporting Members of the Club and shall not be liable for the payment of any membership subscription.

- (c) **Social member:** A Social member shall not be entitled to play golf or outdoors bowls, except as a visitor. They shall be entitled to use the Club for its social advantages, and participate in social functions, games and other forms of recreation on such conditions as the Board may from time to time determine, and they shall pay subscriptions in accordance with the Constitution. NonSporting members shall be entitled to vote in any election for the Board and attend general meetings including the Annual General Meeting of the Club but:-
- (i) Social members shall not have the right to propose or second a member for election to the Board;
 - (ii) Social members shall not have the right to stand for election to the Board;
 - (iii) Social members shall not have the right to vote on any special resolution to amend the Constitution of the Club.
- (d) **Honorary Member.** The following may at the discretion of the Board be made Honorary Members of the Club:
- (i) The Patron or Patrons of the Club for the time being; (ii) Any prominent citizen or local dignitary.

The Board shall have the power to cancel the Honorary Membership of any person at any time. Honorary Members shall not be entitled to vote or hold any office in the Club.

- (e) **Junior Member:** Any person deemed at the Board's discretion suitable for junior membership may be admitted by the Board after nomination and election in accordance with the Constitution as a junior member.

The number of Junior Members shall not exceed one hundred and fifty (150) at any time provided that such number may be varied from time to time as the Board may think fit.

- (f) **Provisional Member** shall mean a person who has applied for admission as a member and has paid the appropriate entrance fee (if any) and annual subscription and is awaiting a decision on the application and has not had the application refused. Provisional members are:
- a. Not entitled to notice of any meeting of members;
 - b. Not entitled to stand for election to the Board;
 - c. Not entitled to attend or speak at and vote at any meeting of members;
 - d. Not entitled to notice of any election of Board members;
 - e. Not entitled to stand for election to club sub committees;

- f. Subject to the provisions of this Constitution; and
- g. Not a member for life.

On admission as a member, a Provisional Member ceases to be a Provisional Member on and from that date.

The Club may terminate the membership of a Provisional Member at any time without notice and without being required to give a reason. A Provisional Member whose membership is terminated by the Club and who has paid an entrance fee or annual subscription when nominating for membership shall be entitled to a refund of the entrance fee or annual subscription paid.

- (g) **Temporary Member:** The following persons may be admitted as temporary members of the Club in accordance with procedures established by the Board from time to time.
 - (i) A person whose ordinary place of residence in New South Wales is at least 5 kilometers from the Club's premises or such greater distance as may be determined from time to time by the Board by By-Law pursuant to this Constitution.
 - (ii) A full member (as defined in the Registered Clubs Act) of any other Club which is registered under the Registered Clubs Act and has objects similar to those of the Club.
 - (iii) A full member (as defined in the Registered Clubs Act) of any registered Club or any interstate Club (as defined by the Registered Clubs Act) who, at the invitation of the Board or of a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in that organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (iv) An interstate or overseas visitor;
 - (v) Temporary members are not required to pay an entrance fee or annual subscription;
 - (vi) Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time. Temporary members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
 - (vii) The General Manager or in the General Manager's absence, the senior employee of the Club then on duty, may terminate the membership of any Temporary Member at any time without notice and without being required to give a reason.

- (viii) A person under the age of eighteen years will not be admitted as a Temporary Member other than pursuant to Clause 9(g)(iii).
- (ix) When a Temporary Member (other than a Temporary Member admitted pursuant to Clause 9(g)(iii) first enters the Club premises on any day, the following particulars must be entered into the Club's Register of Temporary Members:
 - The name in full of the Temporary Member;
 - The residential address of the Temporary Member; • The date of which Temporary Membership is granted;
 - The signature of the Temporary Member.

Election of Members

10. (a) Every application shall be in writing on a form approved by the Board.
- (b) The names of every applicant for membership shall be posted by the General Manager on the Notice Board and shall remain posted for at least fourteen (14) days prior to the date of the Meeting of the Board at which the application is to consider. The election of Members shall be by the Board or by an elected subcommittee of the Board at a duly convened meeting and an interval of at least fourteen (14) days shall elapse between the date of application and the date of election.
- (c) The General Manager of the Club shall keep a record of the names of the Directors present and voting at such meeting and the names and addresses of the candidates elected as members. The Board may reject any application for membership without assigning any reason thereof. Any candidate not approved or elected may not again be proposed within twelve (12) months. The General Manager shall forthwith return to the rejected candidate the amount, if any, lodged as a nomination fee and/or subscription with the application. Upon election of a Member, the General Manager shall at once forward to such Member notice of their election and shall issue with such notice an account for the subscription if such has not already been paid. On payment of their subscription the new Member may have a copy of the Constitution of the Club. Every person elected to Membership and informed of their election as aforesaid shall be deemed to be bound by this Constitution and the By-Laws of the club from time to time force and the payment of the said nominated fee or part thereof and/or the said subscription or part thereof shall be so bound. Should such subscription be not paid within one month of the posting of such notice, the membership of such Member shall lapse
- (d) Upon receipt of the first and final notice for subscriptions due, any Member who shall not have signified to the General Manager in writing their intention to withdraw from the Club on or before the 30th June in any year, shall be deemed to be a Member for the ensuing year and if the subscription and any amount owing as the case may be is not paid before the due date the Board may remove the name from the roll of Members of the Club and such membership will lapse.

- (e) A Member may at any time by giving notice to the General Manager in writing resign their membership of the Club but shall continue liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all monies due by them to the Club and in addition for any sum not exceeding the amount of One year's subscription for which they are liable as a Member of the Club under Clause 11 of the Constitution of the Club.
- (f) **Register of Members** The Club must keep a register of members in accordance with section 169 of the Corporations Law.

Entrance Fees and Subscriptions

11.

- (a) The membership subscriptions payable by members of the Club are such as the Board may from time to time prescribe, provided the annual subscription payable by Ordinary Members is not less than the minimum prescribed from time to time by the Registered Clubs Act.
- (b) Membership subscriptions must be paid in advance. The time and manner of payment thereof and all matters pertaining thereto not especially provided for by this Constitution are as prescribed by the Board from time to time.
- (c) A Member elected after the first day of January and prior to the first day of July in any year shall pay one half only of the annual subscription for the financial year during which they were elected.

Management of the Club

12.

- (a) The business affairs of the Club shall be under the management of the Board of Directors elected in accordance with this Constitution. All Directors shall hold office until the conclusion of the second annual general meeting after that at which they were elected when they will retire, unless they resign or are removed from office under this Constitution.
- (b) The Board shall have power to make By-Laws necessary for the conduct of the Club and such By-Laws, until repealed by the Board, shall have the full force of the Constitution, provided such By-Laws are consistent with the Constitution. The decision of the Board on the Construction and interpretation of the Constitution and By-Laws shall be conclusive and binding on all Members.
- (c) The Board shall have the power to authorise expenditure invest borrow raise and secure payment of any sum of money by mortgage or charge on any of the property of the Club real or personal issue debentures perpetual or otherwise charged upon all or any of the property of the Club receive all monies and subscriptions engage or discharge servants and employees take or accept a lease or leases of ground and accept surrenders thereof close the Club premises at their discretion for any period and in all things manage control and conduct the business of the Club.
- (d) The Board shall have power to elect new Members in accordance with this Constitution accept resignations warn reprimand suspend or expel any Member of the Club who shall refuse or neglect to comply with the provisions of this Constitution or infringe any rules or By-Laws or whose conduct shall in its

opinion render them unfit for membership or against whom any complaint in writing has been lodged with the General Manager. If after enquiry the Board shall be of the opinion that the alleged conduct whether within or outside the precincts of the Club is or is likely to be injurious to or is not desirable in the interests or welfare of the Club such Member shall be given notice in writing of the matter alleged against them and afforded an opportunity of being heard in their own defence and if the explanation or defence of such Member is unsatisfactory in the opinion of at least two-thirds of the Directors or such Member does not avail themselves of the opportunity of explanation or defence then such member may be:

- (i) Suspended by resolution of the Board, in favour of which at least two-thirds of the Directors shall vote from membership of the Club for such period as the Board may deem fit, or
 - (ii) Requested to resign in writing and if such Member shall not resign within seven days after posting or delivery to them of such request such Member may be expelled by resolution of the Board, in favour of which at least two-thirds of the Directors thereof shall vote and thereupon such Members shall cease to be a Member of the Club and such Member's entrance fee (if any) and subscription for the current year shall be forfeited.
 - (iii) A Member shall have the right of appeal in writing to the Board of Directors in the light of new evidence. However no Member suspended or expelled has any right of action against the Club, the Executive or Board or any member thereof respectively or any officer or employee of the Club by reason of such suspension or expulsion or by reason of any act done or notice given or caused to be done or given consequent on or incidental to such suspension or expulsion.
- (e) The General Manager, or in the absence of the General Member, a delegated officer or senior employee of the Club then on duty at the Club's premises ("the Senior Employee"), may suspend the membership of and remove from the Club's premises, any member if in the opinion of the General Manager or the Senior Employee:
- (i) The member is acting or has acted contrary to any provision of this Constitution; or
 - (ii) The member's presence on the Club's premises may render the Club or the General Manager liable to a penalty or consequence under the Act or any other legislation; or
 - (iii) The member has engaged or used any part of the Club's premises for an unlawful purpose or purpose contrary to the provisions of this Constitution.

A suspension under this Clause 12(e) continues for 2 months or until earlier notice is given by the Club lifting the suspension.

The General Manager or the Senior Employee may decide to exercise that power of suspension in the absence of the member and when the member is not on or is no longer on any of the Club's premises. These powers may be exercised without the need for any notification to the member or hearing and without need for additional reasons

The power in this Clause 12(e) is in addition to the powers under section 77 of the *Liquor Act*.

The General Manager or the Senior Employee who has exercised a power of suspension under this Clause must provide a written report to the Board within 7 days of the suspension being imposed. The report must set out the facts, matters and circumstances of the use of the power giving rise to the suspension.

- (f) The Board shall review the Minutes of the Annual General Meeting or any Special General Meeting at its meeting immediately following the Annual General Meeting or Special General Meeting and note them as correct or otherwise.

Board of Directors

13.

- (a) The Board shall consist of seven (7) Directors namely the President, two (2) Vice-Presidents, and four (4) ordinary directors (who shall be Sporting Members), to be elected annually by the general body of members.
- (b) All Directors must be full sporting members of the Club of not less than three (3) years as at the date of close of nominations, except as appointed under the Act.

- (c) In addition to above, and any eligibility requirements of the Act or Corporations Law, to be eligible to be nominated for or elected to the Board a member must:
 - (i) not be under current suspension;
 - (ii) not have been suspended for more than three (3) months in the preceding two (2) years before nomination;
 - (iii) not been convicted in the preceding ten (10) years of an offence punishable by imprisonment;
 - (iv) not be a former employee of the club whose employment was terminated for misconduct.
- (d) The Board shall hold regular meetings once in each month on a date and at a time which they themselves shall determine.
- (e) At all meetings of the Board four (4) directors personally present shall constitute a quorum and no meeting shall be held unless a quorum is present.
- (f) A special meeting of the Board may be called at any time if may be deemed necessary by the President or by the General Manager.
- (g) At all meetings of the Board if a quorum is not present within 30 minutes of the appointed time such meeting shall stand adjourned to a date and time fixed by those directors present and notice of such adjourned meeting shall be sent by the General Manager to all Directors.
- (h) No resolution passed by the Board may be altered or rescinded at any subsequent Board Meeting without notice of motion having first been given at a meeting of the Board prior to the date on which the meeting to alter or rescind such resolution is held, unless two-thirds of the Directors present vote to rescind or re-commit a resolution adopted at the same Board meeting.
- (i) If any Director be absent from three consecutive regular meetings of the Board without the consent of the Board they shall at the discretion of the Board cease to be a Director. The Board may grant leave of absence to any Director upon application by such Director.
- (j) The Executive of the Club shall be the President, and two (2) Vice-Presidents. Should any Club business arise requiring urgent attention the Executive, or Directors acting on their behalf, shall have power to take any necessary action but the General Manager shall submit a report thereon for confirmation or otherwise at the next meeting of the Board.
- (k) The Board shall have the power to co-opt any full financial member for any purpose of the Club's management but no such co-opted member shall have any voting power on the Board.
- (l) Full and complete records of all meetings of the Board and all sub-committees shall be kept and entered in books to be provided for that purpose.
- (m) The President shall be an ex-officio member of all sub-committees with voting rights and the General Manager shall be an ex-officio member.

- (n) Should a vacancy or vacancies occur in the office of President, Vice-President or that of an ordinary Director through any cause whatsoever, the vacancy may be filled at a meeting of the Board. Such meeting shall be held as soon as practicable after the occurrence of the vacancy and notice of intention to fill such vacancy shall be given to all Directors. Any person appointed in pursuance of this Clause shall hold office during such time only as the same would have been held by the person vacating office if the vacancy has not occurred.
- (o) That no employee of the Club be a Director of the Club or be eligible to be elected as a Director or be entitled to vote at meeting of the Club.
- (p) If a Director becomes bankrupt or makes any arrangements or compositions with their creditors generally, they shall cease to be a Director forthwith.

Financial Year

14. The financial year of the Club shall commence on the first day of July in each year and close on the thirtieth day of June in the next following year.

Election of the Board

15. (a) In this Clause-

General meeting means a meeting of the members of the club at which members of the governing body are to be elected.

Biennial rule means a rule of the Club that provides for the election of members of the governing body in accordance with this Clause

Year means the period between successive general meetings.

- (b) Directors shall be elected to hold office on the Board in accordance for a term of two (2) years.
- (c) First general meeting under biennial rule-
The members elected to the Board at the first general meeting at which the biennial rule applies shall be divided into two (2) groups.
- (d) The groups-
 - (i) Shall be determined by drawing lots, and
 - (ii) Shall be as nearly as practicable equal in number, and (iii) Shall be designated as group 1 and group 2.
- (e) Unless otherwise disqualified, the members of the governing body- (i) In group 1 shall hold office for 1 year, and (ii) In group 2 shall hold office for 2 years.
- (f) Subsequent general meetings-
At each general meeting held while the biennial rule is in force (other than the first such meeting) the number of members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 2 years.

- (g) Casual vacancies-
- (i) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Clause 15 shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
 - (ii) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (i) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.
- (h) Re-election-
A person whose term of office as a member of the governing body under the biennial rule expires is not for that reason ineligible for election for a further term.
- (i) Nomination for the election of President, two Vice-Presidents and the four ordinary Directors of the Board must be made in writing signed by two Full Sporting Members and/or Life Members of the Club and with the consent of the nominee endorsed thereon and delivered to the General Manager or left at the Registered Office of the Club at least fourteen days prior to the date fixed for the Annual General Meeting. At the expiration of the time for receiving nominations the General Manager shall prepare a list showing the names of all persons so nominated and the positions for which each has been nominated and shall cause such list to be displayed on the Notice Board at the Clubhouse for at least seven (7) days prior to the Annual General Meeting.
- (j) In case of there being no greater number of nominations for any office than vacancies to be filled the Chairperson at the Annual General Meeting at which the election is to take place shall declare each nominee duly elected to the office for which they were nominated and is unopposed.
- (k) If there be more candidates than vacancies for any office a ballot shall be held among the Members present and entitled to vote and the election decided in accordance with the provisions of this Constitution. The ballot may be conducted at the Club's premises during the period seven (7) days immediately preceding the date of the Annual General Meeting, and the result of such ballot will be declared at the Annual General Meeting.
- (l) Should there be an insufficient number of nominations the remaining vacancy or vacancies may be filled by verbal nominations taken at the Annual General Meeting and voting shall be by ballot of the Members present and entitled to vote. No absent Member shall be considered for election to any position unless the nominee has given written consent and such consent is in the hands of the General Manager prior to the meeting.
- (m) In the event that a Member is nominated for more than one office the elections for the office of President, Vice-Presidents and four Directors shall be decided in that order and in the event that a Member is elected to any one of the aforementioned offices their nomination for election to any other office shall be deemed to have been withdrawn.

- (n) In the event of an equality of votes in favour of two or more candidates the Chairperson of the meeting shall have a casting vote or votes so as to ensure the election of not more than the necessary number to fill the vacancies.

Annual General Meeting

16.

- (a) The Annual General Meeting shall be held once in each year on or before the last day of November or within any further time as may be allowed by the Registrar or prescribed, and at a time and place determined by the Board.
- (b) The ordinary business of the Annual General Meeting will be:
 - (i) To confirm the minutes of the last preceding general meeting, whether the Annual General Meeting or Special General Meeting;
 - (ii) To consider the annual financial report, directors' report and auditor's report;
 - (iii) To confirm the election of the President, Vice Presidents, and Directors to hold office in accordance with this Constitution;
 - (iv) To elect an auditor in the event of a vacancy in that office in accordance with the Corporations Act; and (v) To elect a Patron.
- (c) The Annual General Meeting may also transact such special business of which notice has been given to members in accordance with this Constitution.
- (d) All business of an Annual General Meeting other than the ordinary business as deemed by this Clause will be deemed special business.

General Meetings

17.

- (a) Subject as hereinafter provided the quorum for a General Meeting shall be 25 members personally present and entitled to vote.
- (b) No business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.
- (c) If within 30 minutes from the time appointed for the Meeting a quorum is not present the meeting is convened upon the requisition of members shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time or place as the Board may be notice to the Members appointed and if at the adjourned Meeting a quorum is not present within 30 minutes after the time appointed for the adjourned meeting those Members (being not less than two) who are present and entitled to vote shall be a quorum.
- (d) The President and failing the President a Vice President shall be entitled to take the Chair at every General Meeting. If there be no President or Vice-President or if at any meeting none of those office holders is present within fifteen minutes after the time appointed for the holding of such meeting or is unwilling to take the Chair, the members present may choose one of the Directors and if no Director present be willing to take the Chair, the members present shall choose one of their own as Chairperson.

- (e) Every question submitted to a meeting shall be decided in the first instance by a show of hands of those entitled to vote. In the case of any equality of votes the Chairperson shall both on a show of hands or on a poll have a casting vote in addition to the vote to which they may be entitled as a Member.
- (f) At any General Meeting unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairperson or by at least three Members present and entitled to vote a declaration by the Chairperson that a Resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (g) If a poll is demanded as aforesaid it shall be taken in such manner either by ballot or otherwise and at such time not exceeding fourteen days from the meeting at which same is demanded and place as the Chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be conclusive and shall be deemed to be the Resolution of the meeting at which the poll is demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairperson shall determine the same and such determination made in good faith shall be final and conclusive.
- (h) The Chairperson of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. A Resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (i) No poll shall be demanded on the election of a Chairperson of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
- (j) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- (k) Minutes of all Resolutions and proceedings at General Meetings shall be made in a book provided for that purpose and every such minute shall be signed by the Chairperson of the meeting to which it relates or by the Chairperson of the succeeding meeting and if purporting to be so signed shall be receivable as evidence of the fact therein stated without further proof.

- (l) Subject to Clause 9(c) Social members, Sporting Members and/or Life Members shall until otherwise determined by the club in General Meeting be the only members entitled to attend and vote at General Meetings of the Club and to receive notices of such meetings **Provided** that no member shall be entitled to be present or to vote on any question at any General Meeting unless they shall have paid all entrance fees annual subscriptions and all other monies which are due and payable by them to the Club at the time of such meeting.
- (m) The Board may whenever they think fit convene an Extra-ordinary General Meeting and they shall on the requisition of members representing at least five percent of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at General Meetings of the Club forthwith proceed to convene an Extraordinary Meeting of the Club and in case of such requisition the following provisions shall have effect:-
 - (1) The requisition shall specify the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents in like form each signed by one or more of the requisitionists. The meeting must be convened for the purposes specified in the requisition AND if convened otherwise than by the Board for those purposes only.
 - (2) If the Board does not within twenty-one days from the date of the requisition being so deposited proceed duly to convene the meeting the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of such deposit.
 - (3) In the case of a meeting at which a Resolution is to be proposed as a special Resolution the Board shall be deemed not to have duly convened the meeting if they do not give such notice as is required by Section 249F of the Corporations Law.
 - (4) Any meeting convened by the requisitionists shall be convened as nearly as possible in the same matter as that in which meeting are to be convened by the Board.
- (n) Subject to the provisions of Section 249 of the Corporations Law relating to Special Resolutions at least seven days' notice to the members entitled to vote specifying the place day and hour of meeting and in case of special business the general nature of such business shall be given by notice sent by post or otherwise served as hereinafter provided. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.
- (o) A copy of every such Resolution shall be embodied in or annexed to every copy of the Constitution issued after the passing of the Resolution.

Votes of Members

18.

- (a) On a show of hands every member present in person and entitled to vote shall have one vote and on a poll every member present in person and entitled to vote shall have one vote.
- (b) No member shall be entitled to be present or to vote at any meeting either personally or upon a poll or be reckoned in a quorum whilst any fees subscriptions debts or other monies shall be due and payable by them to the Club.

Bankruptcy

19. If any member shall become bankrupt or insolvent or make any general assignment of all their property for the benefit of or general composition with their creditors or shall execute any arrangement with creditors without sequestration under the provisions of the Bankruptcy Act 1966 or being engaged in any profession shall on account of misconduct be prohibited by governing body of such profession from continuing to practice under their regulations they shall ipso facto cease to be a member of the Club unless the Board in its discretion shall otherwise determine.

Payment of Accounts

20. Members' accounts (either with the Club its Professional or Caterer) for the previous month are to be paid promptly on the first day of each month or on such other day as the Board may from time to time determine. Those who fail to pay within sixty days of incurring the debt or within thirty days of the rendering of the account whichever shall first happen shall have a request for payment by circular or letter sent them to their registered address by the General Manager and if the debt remains unpaid for fourteen days after the circular or letter has been sent or given the Board may cancel the membership of such member but before so acting shall sent a letter by registered post to the Member's address requiring the member to liquidate their indebtedness within seven days from the posting of such letter.

Notice to Members

21.

- (a) For the purpose of anything under or in connection with this Constitution, the Board may approve any of the following and may delegate that power of approval to a Committee or to the General Manager:
 - (i) Any transaction with the Club taking place in part or wholly by means of one or more electronic communications;
 - (ii) The provision of any information by means of one or more electronic communications; and
 - (iii) The lodgement of any nomination for membership or for election, by means of electronic communication.
- (b) An approval may be general or for a particular case. An approval may be given despite any express or implied requirement for writing elsewhere in this Constitution and in lieu of the requirements for writing.
- (c) Each member consents to the Club and the associated organisations of the Club using any electronic address that the member provides to the Club or that the Club becomes aware of in some other way, for commercial electronic messages to the member. For each member, this consent continues until five business days after the member notifies the Club that the member withdraws

consent to receiving commercial electronic messages from the Club. A member wishing to withdraw consent should give the withdrawal notification to the Club's Privacy Manager.

- (d) "Commercial electronic message" in this Rule has the same meaning as in the Spam Act 2003 (Cth).
- (e) A member who has withdrawn consent to receiving commercial electronic messaging may be served notices either personally or by sending it through the post in a prepaid letter addressed to such Member at their registered place of abode.
- (f) The non-receipt of a notice under this Clause shall not invalidate the proceedings at any Annual General or Special Meeting of the Club or any meeting of the Board.

Returning Officer

22.

- (a) The Board must appoint a Returning Officer for each election or meeting where a ballot is to be taken.
- (b) The Board must appoint an external party as Returning Officer and that may be a statutory body or corporation.
- (c) The Returning Officer will have the power to appoint assistants who must not be a candidate in the election.
- (d) Voting papers must contain the names of all nominated candidates. The position of the candidate's name on the Ballot Paper will be determined by lot by the Returning Officer after the nominations have closed.
- (e) The ballot will be conducted by the Returning Officer and Deputy Returning Officer, assisted by two (2) scrutineers to be appointed by the Returning Officer or Deputy Returning Officer.
- (f) A member who, pursuant to this Constitution, is an inactive member or currently under suspension is ineligible to be nominated for or appointed as a Returning Officer or Deputy Returning Officer, or Scrutineer while inactive or under suspension.
- (g) At the closing of the Poll, the Returning Officer or Deputy Returning Officer will proceed with the examination of the voting papers and will report the result to the Chairperson at the Annual General Meeting, who will then declare those candidates who receive the greatest number of votes.
- (h) In any case of doubt as to the formality of the voting papers the matter will be referred to the Returning Officer whose decision will be final.
- (i) Should two or more candidates for any position receive an equal number of votes and not all receiving such number of votes can be elected the Returning

Officer shall report the position to the Chairperson of the Meeting who shall without comment exercise their casting vote and declare elected such candidate or candidates as may be required to fill the position or should they refuse to exercise their casting vote they shall instruct that a new ballot be taken.

President

23.

- (a) The President shall take the Chair at all meetings whether of the members or of the Board. In the President's absence or refusal to act a Vice-President shall take the Chair and in a Vice-President's absence or refusal to act the Chairperson shall be elected in accordance with Clause 17(d).
- (b) The interpretation of the Constitution at any meeting shall be determined by the Chairperson.

General Manager

24.

- (a) The Board may appoint a General Manager who shall perform all the functions and duties required by the Corporations Law, the Registered Clubs Act, this Constitution and any other applicable law to be performed or undertaken by the General Manager of the Club.
- (b) The General Manager Secretary shall be appointed to the office on such terms and conditions as the Board may determine.
- (c) Should the office of the General Manager become vacant or should the General Manager be temporarily absent or unwilling to act the Board may appoint any person to perform the duties of the General Manager required by this Constitution.

Audit

25.

- (a) The Board must cause the accounts of the Club to be audited annually in accordance with the Corporations Law as applied by the Act and Regulations.
- (c) One or more auditors shall be appointed, hold office, be remunerated, and have duties and responsibilities in accordance with the Corporations Law as applied by the Act and Regulation and shall be qualified as a registered company auditor.
 - (c) The Auditor shall hold qualifications of:
 - (i) Member of the Institute of Chartered Accountants or Member of CPA Australia; and
 - (ii) Be a person approved by the Registrar.
- (d) An auditor must not be replaced except in accordance with the procedure set out in the Corporations Law.

Visitors

26.

- (a) Members shall have the privilege of introducing a friend or friends to the grounds of the Club and/or to the Clubhouse.

- (b) A visitor shall not enjoy the amenities of the Club and shall not be supplied with liquor on the Club premises unless on invitation and in the Club of a Member and no liquor shall be sold or supplied to any person under the age of 18 years.
- (c) No person under 18 years of age shall be allowed to use or operate poker machines in the Club premises.

Banking

27.

- (a) The bankers of the Club shall be the National Australia Bank, Umina Branch or such other Bank or Branch as the Board may from time to time decide.
- (b) All cheques drawn on the Club's account shall be signed by the following officers or any two of them, namely the President, Vice-Presidents or the General Manager provided that should any of these officers be absent through illness or any other cause and a substitute or acting appointment be made by the Board then such person, acting in the place of any of the officers above mentioned shall be empowered in like manner to sign cheques on the Club's bank account.

Indemnification

28. Every Director, auditor, General Manager and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by them in defending any proceedings, whether judgment is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court in respect of any negligence, default, breach of any duty or trust.

Liquor Act

29. This Constitution shall be read as being consistent with the Registered Clubs Act 1976 and the Gaming Machines Act 2001 and the Liquor Act 1982 and the Regulations thereunder relating to a Club registered under the Acts and holding a Certificate of Registration.

Loans

30. No money shall be lent to any Member by the Club or any of its employees or officers, without the approval of the Board.

The Seal

31. There shall be a Club Seal and such Seal shall be retained in the possession of the General Manager. The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Board and in the General Manager or such other person as the Board and appoint for the purpose; and those members of the Board and the General Manager or other persons aforesaid, shall sign every instrument to which the Seal is so affixed in their presence.

Notice Board

32. A Notice Board shall be kept in the Clubhouse. No person except a Director or a member of a sub-committee authorised by the Board shall put any notice or written matter on the Notice Board or elsewhere in the Clubhouse or alter any notice already exhibited.

Absence or Illness of Officers

33. Should the General Manager be absent or ill or should they neglect or refuse to do anything required under this Constitution or by resolution of the Board, the Board may appoint any Member of the Club to act in their stead.

Country Club Sections

34. Members comprising the Golf Section, Members comprising the Bowls Section, Members comprising the Ladies' Golf Section and Members comprising the Ladies' Bowling Club and Members comprising the Indoor Bowling Section may each make a separate Constitution and By-Laws appropriate to their Sections but the same are subject to the approval of the Board and shall not be inconsistent with the Constitution of the Club.

Profits and Income

35. The Profits (if any) and other income of the Club shall be applied to the promotion of the purposes for which its members are associated together. No payment of any dividends or distribution of the profits or income is to be made to or amongst the members of the Club.